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November 26, 2019

**Via Electronic Filing**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

**RE:** Jonathan V. Harlan, Transferor, and Harlan Family Trust dated August 21, 2018, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer of Control of the Domestic Section 214 Authority Held by Aeneas Communications, LLC (“Trust Transfer of Control Application”)

Fiona Harlan as Trustee of the Harlan Family Trust dated August 21, 2018, Section 63.04 Filing: Request for Special Temporary Authority (“Aeneas Request for STA”)

Aeneas Communications, LLC, Licensee, Section 63.04 Filing: Application for Consent to Involuntary Transfer of Control of the Domestic Section 214 Authority (“Aeneas Involuntary Transfer of Control Application”)

Fiona Harlan, as Trustee of the Harlan Family Trust dated August 21, 2018, Transferor, and Southwest Tennessee Electric Membership Corporation, Transferee, Section 63.04 Filing: Joint Application for Consent to Transfer Control of the Domestic and International Section 214 Authority Held by Aeneas Communications, LLC (“Aeneas-STEMC Transfer of Control Application”)

Dear Ms. Dortch:

The above-referenced applicants, by their undersigned counsel, hereby submit as separate filings in the Commission’s ECFS as Inbox Section 63.04 the above-referenced: (1) Trust

Transfer of Control Application, (2) Aeneas Request for STA with Aeneas Involuntary Transfer of Control Application attached, and (3) Aeneas-STEMC Transfer of Control Application. The applicants will provide a copy of the Fee Filer payment for these three submissions to the Wireline Competition Bureau staff noted below.

The Aeneas-STEMC Transfer of Control application is also being submitted as an attachment to the IBFS form filing for transfer of control of the international authorization held by Aeneas Communications, LLC.

Please contact the undersigned counsel if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin E. Tuttle". The signature is fluid and cursive, with the first name "Robin" being the most prominent.

Robin E. Tuttle

Attachments

cc: Jodie May, Wireline Competition Bureau (*via email*)  
Dennis Johnson, Wireline Competition Bureau (*via email*)  
David Krech, International Bureau (*via email*)

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of	)	
	)	
Fiona Harlan as Trustee of the Harlan Family Trust	)	
Dated August 21, 2018,	)	
Transferor,	)	
	)	
and	)	WC Docket No. _____
	)	
Southwest Tennessee Electric Membership	)	
Corporation,	)	
Transferee,	)	
	)	
For Consent to Transfer Control of the Domestic	)	
and International Section 214 Authority Held by	)	
Aeneas Communications, LLC	)	
_____	)	

**JOINT APPLICATION**

**I. INTRODUCTION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18, and 63.24 of the rules and regulations of the Federal Communications Commission (“FCC” or “Commission”), 47 C.F.R. §§ 63.01, 63.03, 63.04, 63.18 and 63.24, Fiona Harlan (“Mrs. Harlan” or “Transferor”) as Trustee of the Harlan Family Trust dated August 21, 2018 (the “Trust”) and Southwest Tennessee Electric Membership Corporation (“STEMC” or “Transferee” and collectively with the Transferor, the “Applicants”) by this application (“Joint Application”) request Commission consent for the transfer of control of the domestic and international Section 214 authority held by Aeneas Communications, LLC (“Aeneas” or “Aeneas Communications”), to STEMC through STEMC’s acquisition of all of the membership interests in Aeneas pursuant to a Purchase Agreement dated

as of August 15, 2019 (“Agreement”). The transfer of all of the membership interests in Aeneas to STEMC pursuant to the Agreement is hereinafter referred to as the “Transaction.”

In Section V of this Joint Application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.18 and 63.24, for the transfer of control of the international Section 214 authorization. As required by Section 63.04(b) of the Commission’s rules, 47 C.F.R. § 63.04(b), Section VI of this Joint Application provides the additional information required for the transfer of control of the authorization used in the provision of domestic telecommunications services arising from the Transaction.

The Applicants respectfully request streamlined treatment of the Joint Application pursuant to Sections 63.03 and 63.12 of the Commission’s rules, 47 C.F.R. §§ 63.03 and 63.12. The Transaction will not result in a change of the terms and conditions of service to current Aeneas customers, and raises no competitive issues. Expedient approval of the Transaction will serve the public interest by allowing for increased operational efficiencies and by allowing customers to continue to receive services without interruption.

## **II. DESCRIPTION OF THE APPLICANTS AND AUTHORIZATION HOLDER**

### **a. Mrs. Harlan and the Trust**

Fiona Harlan is a U.S. Citizen. Mrs. Harlan is the sole trustee of the Trust and the President of Aeneas. Mrs. Harlan also is the sole lifetime beneficiary of the Trust. Mrs. Harlan became sole trustee of the Trust and the President of Aeneas following the passing of her husband, Johnathan V. Harlan (“Mr. Harlan”) in November of 2018. Mr. Harlan was the founder, President and Chief Executive Officer of Aeneas until he assigned his membership interests in Aeneas to the Trust, at which time Mrs. Harlan became President of Aeneas and Stephen Thorpe became CEO of Aeneas.

The Trust is a revocable living trust created and certified on August 21, 2018, under Tennessee law, TCA 35-15-1013. The Trust holds all of the membership interests in Aeneas.

b. STEMC

STEMC is a member-owned, nonprofit electric distribution cooperative with headquarters in Brownsville, Tennessee. STEMC provides electric services to portions of 11 counties in western Tennessee. STEMC does not provide telecommunications services.

c. Aeneas

Aeneas is a provider of communications services headquartered in Jackson, Tennessee. Aeneas is a competitive local exchange carrier registered in Tennessee and authorized to provide services throughout the state. Aeneas offers services through a combination of its own facilities and resale arrangements with other carriers, providing competitive local telecommunications, long distance telecommunications, high-speed Internet, and Voice over Internet Protocol services (collectively, the “Services”) primarily in western Tennessee. Aeneas offers all Services in Bedford, Benton, Carroll, Cheatham, Chester, Coffee, Crockett, Davidson, Decatur, Dickson, Dyer, Fayette, Franklin, Gibson, Giles, Hardeman, Hardin, Haywood, Henderson, Henry, Hickman, Humphreys, Lake, Lauderdale, Lawrence, Lewis, Lincoln, Madison, Marshall, Maury, McNairy, Montgomery, Moore, Obion, Robertson, Rutherford, Shelby, Smith, Stewart, Sumner, Tipton, Trousdale, Weakley, Williamson, and Wilson counties, Tennessee.

**III. DESCRIPTION OF THE TRANSACTION**

Pursuant to the Agreement, STEMC will acquire all of the membership interests in Aeneas from the Trust. STEMC will then own 100% of the ownership of and membership interests in Aeneas. Post consummation, Aeneas will continue to exist and operate under the

same name, and the Transaction will not result in a change to the terms and conditions of service, including Lifeline service, pursuant to which to Aeneas provides service to its customers.

#### **IV. PUBLIC INTEREST STATEMENT**

Approval of the Transaction will serve the public interest, convenience, and necessity. A grant will permit the continued, uninterrupted provision of high-quality service to customers. The consummation of the Transaction and transfer of control of Aeneas will not result in an interruption, reduction, loss or impairment of services to any subscriber, and the Applicants are not aware of any harms to customers or to the market that will result from the consummation of the Transaction. Aeneas is a small telecommunications provider and will benefit from greater operational and administrative efficiencies as a result of the Transaction and the acquisition by STEMC. Under STEMC's ownership Aeneas will be able to improve and expand the provision of competitive services in Tennessee.

STEMC has a demonstrated history of advancing the deployment of technologies for member benefit, with each deployment increasing employee safety, lowering operating costs, and decreasing member interruptions. STEMC's next investment in technology is in the form of a Smart Grid Fiber Network. Approval of the Transaction will solidify the use of excess capacity on STEMC's Smart Grid Fiber Network to deploy retail broadband and VoIP services, as well as provide network engineering expertise for the Smart Grid Communications Network. Additionally, approval of the Transaction will allow Aeneas to expand services into largely unserved and underserved areas of STEMC's rural service area.

#### **V. INFORMATION REGARDING THE TRANSFER OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

In support of this Joint Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, including the information requested in

Section 63.18(a)-(d) and (h)-(p), 47 C.F.R. §§ 63.18(a)-(d), (h)-(p), and in Section 63.24(e), 47 C.F.R. § 63.24(e):

**§ 63.18(a) Name, address, and telephone number of each applicant.**

Transferor:

Fiona Harlan as Trustee of the Harlan Family Trust dated August 21, 2018  
71 Poplar Plains  
Jackson, TN 38305  
Phone: 731-431-0154  
FRN: 0029000197

Harlan Family Trust dated August 21, 2018  
71 Poplar Plains  
Jackson, TN 38305  
Attention: Fiona Harlan  
Phone: 731-431-0154  
FRN: 0029000213

Transferee:

Southwest Tennessee Electric Membership Corporation  
1009 East Main Street  
P.O. Box 959  
Brownsville, TN 38012-0959  
Phone: 731-772-1322  
Attention: J. Kevin Murphy  
FRN: 0001775220

Authorization Holder:

Aeneas Communications, LLC  
300 N. Cumberland Street, Suite 200  
Jackson, TN 38301  
Phone: 731-554-9200  
FRN: 0009361080

**§ 63.18(b) State under the laws of which each applicant is organized.**

Transferor: Mrs. Harlan is a U.S. citizen. The Trust was formed and exists under the laws of Tennessee.

Transferee: STEMC is a corporation organized under the laws of Tennessee.

Authorization Holder: Aeneas is a limited liability company organized under the laws of Tennessee.

ANSWER TO QUESTION 10 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION TRANSFER APPLICATION FORM -- §§ 63.18(c) and (d)

**§ 63.18(c) Name, title, address, and telephone number of an officer for each applicant and legal counsel.**

Transferor:

Fiona Harlan  
Trustee of the Harlan Family Trust dated August 21, 2018  
President, Aeneas Communications, LLC  
71 Poplar Plains  
Jackson, TN 38305  
Phone: 731-431-0154  
E-mail: [Fiona@aeneas.net](mailto:Fiona@aeneas.net)

Legal Counsel to Transferor (to whom correspondence should be addressed):

Gregory W. Whiteaker  
Robin Tuttle  
Herman & Whiteaker, LLC  
6720-B Rockledge Drive, Suite 150  
Bethesda, MD 20817  
Phone: (202) 600-7274 and (202) 827-0667  
E-mail: [greg@hermanwhiteaker.com](mailto:greg@hermanwhiteaker.com),  
[rtuttle@hermanwhiteaker.com](mailto:rtuttle@hermanwhiteaker.com)

Transferee:

J. Kevin Murphy  
President  
Southwest Tennessee Electric Membership Corporation  
1009 East Main Street  
P.O. Box 959  
Brownsville, TN 38012-0959  
Phone: 731-772-1322  
E-mail: [kmurphy@STEMC.com](mailto:kmurphy@STEMC.com)

Legal Counsel to Transferee (to whom correspondence should be addressed):

Gregory W. Whiteaker  
Robin Tuttle  
Herman & Whiteaker, LLC  
6720-B Rockledge Drive, Suite 150  
Bethesda, MD 20817  
Phone: (202) 600-7274 and (202) 827-0667  
E-mail: [greg@hermanwhiteaker.com](mailto:greg@hermanwhiteaker.com),  
[rtuttle@hermanwhiteaker.com](mailto:rtuttle@hermanwhiteaker.com)

**§ 63.18(d) Statement about previous international Section 214 authorizations for each applicant.**

Aeneas holds an international Section 214 authorization, File No. ITC-214-20191010-00167, to provide global or limited global resale service.

STEMC has not previously been granted international Section 214 authorization.

ANSWER TO QUESTION 11 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION TRANSFER APPLICATION FORM -- § 63.18(h)

**§ 63.18(h) Disclosable Interest Holders in STEMC.**

STEMC is an electric cooperative wholly owned by its member subscribers. STEMC currently has approximately 45,000 member subscribers. No member subscriber owns a ten (10) percent or greater interest in STEMC. STEMC is governed by a board of directors elected by its members. The board members, all of whom are U.S. citizens, are listed below, each having a business address of 1009 East Main Street, P.O. Box 959, Brownsville, Tennessee 38012-0959, phone number 731-772-1322, and facsimile number 731-772-1037:

Robert Kendrick, Chairman  
Allan Ferguson, Vice-Chairman  
Audrey Blue, Secretary/Treasurer  
Hugh H. Harvey Sr., Director  
Allen G. King, Director  
David Kinney, Director  
David McDaniel, Director  
Jackie Butler, Director

Tim Hanks, Director  
Marilyn Means, Director

ANSWER TO QUESTION 12 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION  
TRANSFER APPLICATION FORM -- § 63.18(h)

**§ 63.18(h) Interlocking Directorates with Foreign Carriers for Aeneas.**

There are no interlocking directorates with a foreign carrier.

ANSWER TO QUESTION 13 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION  
TRANSFER APPLICATION FORM -- § 63.24(e)

See Section III of this Joint Application, above, for a narrative of the Transaction. See Section IV of this Joint Application, above, for the public interest statement.

ANSWER TO QUESTION 20 IN THE INTERNATIONAL SECTION 214 AUTHORIZATION  
TRANSFER APPLICATION FORM -- § 63.18(p)

**§ 63.18(p) Statement Regarding Streamlined Processing.**

This Application for transfer of control of international Section 214 authority qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, because STEMC is not affiliated with any foreign carrier or dominant U.S. carrier whose international switched or private line services STEMC seeks authority to resell.

**VI. INFORMATION REGARDING TRANSFER OF CONTROL OF DOMESTIC  
SECTION 214 AUTHORITY**

In support of this Joint Application and in accordance with the requirements of the Commission's rule Section 63.04(b), 47 C.F.R. § 63.04(b), the Applicants submit the following additional information:

**§ 63.04(a)(5) Certification Regarding Denial of Federal Benefits.**

Applicants certify, pursuant to 47 C.F.R. §§ 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-

Drug Abuse Act of 1988. Applicants certify that this certification is true, complete, and correct to the best of their knowledge and belief and is made in good faith.

**§ 63.04(a)(6) Description of the Transaction.**

The Applicants describe the Transaction in Section III of this Joint Application.

**§ 63.04(a)(7) Geographic Areas Served and Services Provided.**

The Applicants describe the geographic areas in which they offer domestic telecommunications services and the services that are provided in each area in Section II of this Joint Application.

**§ 63.04(a)(8) Statement Regarding Streamlined Treatment.**

This Application qualifies for presumptive streamlined processing pursuant to Section 63.03(b)(1)(ii) because the Transferee, STEMC, is an electric utility that does not provide telecommunications services. This Application also is eligible for presumptive streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Rules because (1) following consummation of the proposed Transaction, Transferee will have less than a 10 percent share of the interstate, interexchange market and will provide competitive telephone exchange services exclusively in areas served by a dominant local carrier not a party to the Transaction; and (2) none of the Applicants are regulated as dominant with respect to any service.

**§ 63.04(a)(9) Other Related Commission Applications.**

Concurrently herewith, the Mrs. Harlan and the Trust are submitting a request for Special Temporary Authority for Aeneas to continue to provide domestic telecommunication services under the control of the Trust.

The Trust and the estate of Mr. Harlan, concurrently herewith, also are submitting an application requesting approval of the prior transfer of control that resulted from Mr. Harlan's

assignment of all of his membership interests in Aeneas to the Trust on August 21, 2018 (“Trust Transfer Application”).

Aeneas concurrently herewith also is submitting an application requesting approval of the subsequent involuntary transfer of control from Mr. Harlan, as a co-trustee of the Trust, to Mrs. Harlan as the remaining sole trustee of the Trust, upon Mr. Harlan’s death on November 12, 2018 (“Involuntary Transfer Application”).

The Applicants request that Commission consider and act on this Joint Application, the Trust Transfer Application, and the Involuntary Transfer Application concurrently, and expeditiously.<sup>1</sup>

**§ 63.04(a)(10) Statement Regarding Special Consideration.**

The Applicants do not request special consideration because no party to the Transaction is facing imminent business failure.

**§ 63.04(a)(11) Identification of Waiver Requests.**

The Applicants will not seek a waiver in conjunction with the Transaction.

**§ 63.04(a)(12) Public Interest Statement.**

The Applicants provide a statement showing how the grant of this application will serve the public interest, convenience, and necessity in Section IV of this Joint Application.

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<sup>1</sup> No international applications are being filed in connection with the Trust Transfer Application or the Involuntary Transfer Application because Aeneas did not hold international Section 214 authority at the time of the assignment of the membership interests to the Trust or of Mr. Harlan’s death. Aeneas subsequently obtained international Section 214 authority, the transfer of control of which is sought in this Joint Application.

## VII. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Commission grant this Joint Application and consent to the transfer of control of Aeneas' domestic and international Section 214 authorizations to STEMC.

Respectfully submitted,



Gregory W. Whiteaker  
Robin E. Tuttle  
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Bethesda, MD 20817  
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202-600-7274  
[rtuttle@hermanwhiteaker.com](mailto:rtuttle@hermanwhiteaker.com)  
202-827-0667

*Counsel for STEMC and Fiona Harlan as  
Trustee of the Harlan Family Trust dated  
August 21, 2018*

Dated: November 26, 2019

## DECLARATION OF FIONA HARLAN

I, Fiona Harlan, declare, under penalty of perjury:

1. I am the Trustee of the Harlan Family Trust dated August 21, 2018 (“Trust”).
2. I have read the foregoing Joint Application requesting that the Federal Communications Commission consent to the transfer of control of the domestic and international Section 214 authority held by Aeneas Communications, LLC (“Aeneas”) to Southwest Tennessee Electric Membership Corporation.
3. The statements stated in the Joint Application with respect to Aeneas and the Trust are true and accurate to the best of my knowledge, information, and belief.

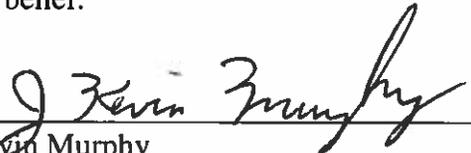
  
\_\_\_\_\_  
Fiona Harlan as Trustee of the Harlan  
Family Trust Dated August 21, 2018

Dated: November 25, 2019

## DECLARATION OF KEVIN MURPHY

I, Kevin Murphy, declare, under penalty of perjury:

1. I am the President of Southwest Tennessee Electric Membership Corporation (“STEMC”).
2. I have read the foregoing Joint Application requesting that the Federal Communications Commission consent to the transfer of control of the domestic and international Section 214 authority held by Aeneas Communications, LLC to STEMC.
3. The statements stated in the Joint Application with respect to STEMC are true and accurate to the best of my knowledge, information, and belief.

  
\_\_\_\_\_  
Kevin Murphy

Dated: November 25, 2019